

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Case No. 05-44481 (RDD)
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	(Jointly Administered)
	:	Chapter 11
Debtors.	:	
	:	
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SANTA CLARA )

James Koshland, being duly sworn, deposes and says:

1. I am a partner of DLA Piper Rudnick Gray Cary US LLP ("DLA Piper") which maintains offices at 2000 University Avenue, East Palo Alto, California 94303, and in other cities worldwide.

2. Neither I, DLA Piper, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with MobileAria, Inc. ("MobileAria"), one of the debtors and debtors-in-possession in the above jointly administered cases, its creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. MobileAria provides fleet management, efficiency and security services for mobile transportation systems, using patented hardware and software that tracks vehicles by satellite. Since 2000, DLA Piper (via its predecessor Gray Cary Ware & Freidenrich) has provided general business, employment and corporate advice, as wells as advice related to MobileAria's interest in domestic and international patents and other intellectual property interests. MobileAria is a subsidiary of Delphi Corporation.

4. MobileAria has requested, and DLA Piper has agreed, to continue to represent and advise MobileAria pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the MobileAria has requested, and DLA Piper proposes, to render the following services to the MobileAria as an ordinary course professional:

a. To advise and represent MobileAria with respect to general business, corporate and employment matters as they arise.

b. To maintain MobileAria's rights in its intellectual property assets, and to counsel MobileAria with respect to its rights in connection with any reorganization, restructuring, sale, or transfer of its intellectual property rights as may be necessary.

5. DLA Piper is currently engaged on an hourly basis to provide legal services to MobileAria. DLA Piper's original engagement with MobileAria provided for a special deferment of fees for the first year of the engagement. In consideration for the deferment, DLA Piper retained the right to purchase up to one-half percent (0.5%) of the outstanding shares of common stock at the current fair market value of MobileAria's stock. The deferment has expired, and DLA Piper did not purchase any of MobileAria's stock under the agreement, and hereby expressly waives any right it has to acquire stock in MobileAria.

6. DLA Piper is listed as an unsecured creditor in the amount of \$8,811.98. According to DLA Piper's accounting records, the correct amount of its claim is \$8,770.83.

7. Lawyers in other DLA Piper offices currently represent creditors of Delphi Corporation in matters not related to MobileAria. As set forth in the Verified Statement Of DLA Piper Rudnick Gray Cary US LLP Pursuant To Rule 2019 Of The Federal Rules Of Bankruptcy Procedure Regarding Representation Of Multiple Parties, attached hereto as Exhibit A, DLA Piper also represents the following parties in connection with Delphi Corporation:

a. DLA Piper's Austin, Texas office represents Silicon Laboratories, Inc, ("Silicon"), a creditor of Delphi Automotive. Silicon has an unliquidated claim.

b. DLA Piper's San Diego, California office represents PEC of America Corporation ("PEC"), a creditor of Delphi Corporation. PEC has an unliquidated claim.

c. DLA Piper's Baltimore, Maryland office represents Constellation New Energy, Inc. ("Constellation"), a creditor of Delphi Corporation. Constellation has a claim of approximately \$1,200,000 prior to any right of setoff or recoupment it might have.

8. DLA Piper has established a screen isolating the professionals designated to represent MobileAria from the professionals representing Silicon, PEC or Constellation. The DLA Piper personnel representing MobileAria will not disclose any information relating to the engagement to any personnel representing Silicon, PEC or Constellation. Conversely, DLA Piper personnel representing Silicon, PEC or Constellation will not disclose any information to the DLA Piper personnel representing MobileAria. In addition, all MobileAria files and records will be isolated from the personnel representing Silicon, PEC or Constellation. A memorandum will be issued to all DLA Piper personnel involved in these matters outlining the protocol for maintaining the screen.

9. Except as set forth herein, no promises have been received by DLA Piper or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of

Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

10. DLA Piper has no agreement with any entity to share with such entity any compensation received by DLA Piper.

11. DLA Piper and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. DLA Piper does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

12. Except as set forth herein, neither I, DLA Piper, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which DLA Piper is to be engaged.

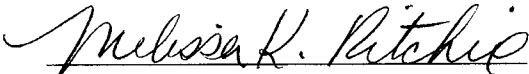
13. The foregoing constitutes the statement of DLA Piper pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

  
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JAMES KOSHLAND

Subscribed and sworn before me  
this 10<sup>th</sup> day of March, 2006

  
Notary Public

CERTIFICATE OF SERVICE

Andrea Elaine Ayala, Legal Secretary, hereby certifies that on March 10, 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation  
Attention: General Counsel  
5725 Delphi Drive  
Troy, MI 48098  
U.S.A.

Latham & Watkins  
Attention: Mark A. Broude, Esq.  
885 Third Avenue  
New York, N.Y. 10022  
U.S.A.

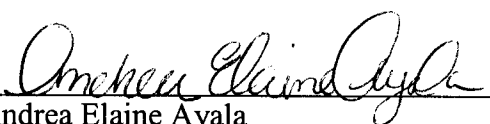
Skadden, Arps, Slate, Meagher & Flom  
Attention: John W. Butler, Jr., Esq.  
333 West Wacker Drive  
Suite 2100  
Chicago, IL 60606  
U.S.A.

Simpson Thacher & Bartlett LLP  
Attention: Marissa Wesley, Esq.  
425 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

United States Trustee  
Attention: Alicia M. Leonhard, Esq.  
33 Whitehall Street  
Suite 2100  
New York, N.Y. 10044  
U.S.A.

Davis Polk & Wardwell  
Attention: Marlane Melican, Esq.  
450 Lexington Avenue  
New York, N.Y. 10017  
U.S.A.

Dated: March 10, 2006

  
Andrea Elaine Ayala  
DLA Piper Rudnick Gray Care US LLP  
2000 University Avenue  
East Palo Alto, CA 94303